

NATIONAL SEMICONDUCTOR CORP
 Form 3
 August 18, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â RELATIONAL INVESTORS LLC			(Month/Day/Year)	NATIONAL SEMICONDUCTOR CORP [NSM]	
(Last)	(First)	(Middle)	08/09/2005		
12400 HIGH BLUFF DRIVE, SUITE 600			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
SAN DIEGO,Â CAÂ 92130			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	34,872,989	I	Through Limited Partnerships and managed accounts managed by reporting persons <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RELATIONAL INVESTORS LLC 12400 HIGH BLUFF DRIVE, SUITE 600 SAN DIEGO, CA 92130	^	^ X	^	^
BATCHELDER DAVID H 12400 HIGH BLUFF DRIVE, SUITE 600 SAN DIEGO, CA 92130	^	^ X	^	^
WHITWORTH RALPH V 12400 HIGH BLUFF DRIVE, SUITE 600 SAN DIEGO, CA 92130	^	^ X	^	^

Signatures

Relational Investors, LLC By: /s/ Ralph V. Whitworth,
Principal 08/18/2005

__Signature of Reporting Person Date

/s/ Ralph V. Whitworth 08/18/2005

__Signature of Reporting Person Date

/s/ David H. Batchelder 08/18/2005

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Relational Investors, LLC, is the sole general partner of Relational Investors, L.P., Relational Fund Partners, L.P., Relational Coast Partners, L.P., Relational Partners, L.P., RH Fund 1, L.P., RH Fund 2, L.P., RH Fund 4, L.P., RH Fund 6, L.P., RH Fund 7, L.P., (1) Relational Investors VIII, L.P., Relational Investors IX, L.P., Relational Investors XI, L.P., Relational Investors XII, L.P., Relational Investors XIV, L.P and the sole managing member of Relational Asset Management LLC and Relational Investors X GP LLC which serve as the sole general partners of Relational Investors III, L.P. and Relational Investors X, L.P., respectively.

These Limited Partnerships own a total of 30,545,313 shares. An additional 4,327,676 shares are held in accounts managed by Relational Investors, LLC. All shares are owned indirectly by Relational Investors, LLC, and by Ralph V. Whitworth and David H. Batchelder (each (2) of which is a reporting person hereunder) certain of the principals of Relational Investors, LLC. The reporting persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.